

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MINNESOTA

NOORMOHAMMAD GURWALA,)
individually and on behalf of all others)
similarly situated,)

Plaintiff,)

v.)

Civil Action No.: 02-4893 PAM/RLE

RURAL CELLULAR CORPORATION,)
RICHARD P. EKSTRAND, WELSEY E.)
SCHULTZ, and DAVID J. DEL ZOPPO,)

Defendants.)

RODERICK B. BROWN, on behalf of)
himself and all others similarly situated,)

Plaintiff,)

v.)

Civil Action No.: 03-121 RHK/RLE

RURAL CELLULAR CORPORATION,)
RICHARD P. EKSTRAND, WELSEY E.)
SCHULTZ, and DAVID J. DEL ZOPPO,)

Defendants.)

[Captions continued on next page]

**JOINT STIPULATION AND ~~PROPOSED~~ ORDER OF LEAD PLAINTIFF
APPLICANTS, JONATHAN DAVIS AND BRIAN WHITING, FOR CONSOLIDATION
OF ACTIONS, TO APPOINT LEAD PLAINTIFFS AND APPROVE THEIR
SELECTION OF LEAD COUNSEL AND LIAISON COUNSEL**

APR 04 2003

FILED _____
RICHARD D. SLETTEN, CLERK
JUDGMENT ENTD _____
DEPUTY CLERK _____

CHRISTIAN DIAZ, individually and on)	
behalf of all others similarly situated,)	
)	
Plaintiff,)	
)	
v.)	Civil Action No.: 03-1031 PAM/RLE
)	
RURAL CELLULAR CORPORATION,)	
RICHARD P. EKSTRAND, WELSEY E.)	
SCHULTZ, and DAVID J. DEL ZOPPO,)	
)	
Defendants.)	
KENNETH KETTER, on behalf of himself)	
and all others similarly situated,)	
)	
Plaintiff,)	
)	
v.)	Civil Action No.: 03-1088 PAM/RLE
)	
RURAL CELLULAR CORPORATION,)	
RICHARD P. EKSTRAND, WELSEY E.)	
SCHULTZ, and DAVID J. DEL ZOPPO,)	
)	
Defendants.)	

WHEREAS, there are currently two competing motions for appointment of lead plaintiff and their selection of lead counsel before the Court;

WHEREAS, On December 23, 2002, the first captioned class action complaint (the “Gurwala Action”) alleging violations of federal securities laws was filed with this Court in connection with purchases of Rural Cellular Corporation securities. Three related complaints were filed shortly thereafter;

WHEREAS, pursuant to Section 21D(a)(3)(A) of the Securities Exchange Act of 1934 (“Exchange Act”), 15 U.S.C. §78u-4(a)(3)(A), the plaintiff in the Gurwala Action caused notice to be published on the *PR Newswire* on or about December 26, 2002 (the “Notice”), which informed class members of their right to seek appointment as lead plaintiff;

WHEREAS, on February 24, 2003, movants Jonathan Davis, Brian Whiting, and Joel Smiler, pursuant to Section 21D of the Private Securities Litigation Reform Act of 1995 (“PSLRA”), timely filed a motion to consolidate the above-captioned actions, to appoint themselves as lead plaintiffs and to approve their choice of counsel, Schiffrin & Barroway LLP and Milberg Weiss Bershad Hynes & Lerach, LLP, as lead counsel;

WHEREAS, on February 24, 2003, movant Kenneth Ketter, pursuant to Section 21D of the PSLRA, timely filed a motion to consolidate the above-captioned actions, to appoint himself as lead plaintiff and to approve his choice of counsel, Bernstein Liebhard & Lifshitz, LLP, as lead counsel;

WHEREAS, movant Kenneth Ketter has agreed to withdraw his motion to appoint himself as lead plaintiff and approve his choice of counsel;

WHEREAS, Jonathan Davis and Brian Whiting have demonstrated that they have suffered substantial financial losses and that they understand the importance of supervising and monitoring the case; and

WHEREAS, Jonathan Davis and Brian Whiting have demonstrated that they have the largest financial interest in the relief sought by the class of any class member who has timely moved to be appointed lead plaintiff and otherwise satisfy the requirements of Section 21D(a)(3)(B)(iii)(I) of the Exchange Act, 15 U.S.C. §78u-4(a)(3)(B)(iii)(I); and

IT IS HEREBY STIPULATED AND AGREED, by the parties, through their undersigned counsel, as follows:

1. The above-captioned actions are consolidated for all purposes (the “Consolidated Action”). This order (the “Order”) shall apply to the Consolidated Action and to each case that relates to the same subject matter that is subsequently filed in this Court or is transferred to this Court and is consolidated with the Consolidated Action.

2. A Master File is established for this proceeding. The Master File shall be Civil Action No.: 02-4893 PAM/RLE. The Clerk shall file all pleadings in the Master File and note such filings on the Master Docket.

3. Every pleading filed in the Consolidated Action shall have the following caption:

IN RE RURAL CELLULAR CORP.	:	
SECURITIES LITIGATION	:	Civil Action No.: 02-4893 PAM/RLE
	:	

4. Each new case that arises out of the subject matter of the Consolidated Action which is filed in this Court or transferred to this Court, shall be consolidated with the Consolidated Action and this Order shall apply thereto, unless a party objects to consolidation, as provided for herein, or any provision of this Order, within ten (10) days after the date upon which a copy of this Order is served on counsel for such party, by filing an application for relief and this Court deems it appropriate to grant such application. Nothing in the foregoing shall be construed as a waiver of the defendants’ right to object to consolidation of any subsequently-filed or transferred related action.

5. Class members Jonathan Davis and Brian Whiting are hereby appointed Lead

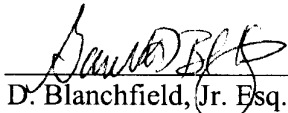
Plaintiffs pursuant to §21D(a)(3)(B) of the Securities Exchange Act, 15 U.S.C. §78u-4(a)(3)(B);

6. Jonathan Davis and Brian Whiting's selection of Schiffrin & Barroway, LLP and Milberg Weiss Bershad Hynes & Lerach, LLP are hereby approved as Co-Lead Counsel pursuant to §21D(a)(3)(B)(v) of the Securities Exchange Act, 15 U.S.C. §78u-4(a)(3)(B)(v); and

7. Jonathan Davis and Brian Whiting's selection of Reinhardt Wendorf & Blanchfield shall be approved as Liaison Counsel;

Dated April 4, 2003

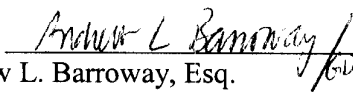
REINHARDT WENDORF & BLANCHFIELD

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Garrett D. Blanchfield, Jr. Esq.
E-1000 First National Bank Building
332 Minnesota Street
St. Paul, MN 55101
Telephone: (651) 227-9990
Facsimile: (651) 297-6543

Proposed Liaison Counsel

Dated April 4, 2003

SCHIFFRIN & BARROWAY, LLP

By: 
Andrew L. Barroway, Esq.
Stuart L. Berman, Esq.
Darren J. Check, Esq.
Three Bala Plaza East, Suite 400
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Telephone: (610) 667-7706
Facsimile: (610) 667-7056

Dated April 4, 2003

**MILBERG WEISS BERSHAD HYNES &
LERACH, LLP**

By: William S. Lerach / *W.S. Lerach*
William S. Lerach, Esq.
Mark Solomon, Esq.
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Facsimile: (619) 231-7423

Proposed Co-Lead Counsel

Dated April 4, 2003

BERNSTEIN LIEBHARD & LIFSHITZ, LLP

By: Sandy A. Liebhard / *S.A. Liebhard*
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Joseph R. Seidman, Esq.
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Counsel for Plaintiff Kenneth Ketter

SO ORDERED.

[Signature]
UNITED STATES DISTRICT JUDGE

April 4, 2003